

EIN# 42-1608741

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Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

SECRETARY OF STATE
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COMMONWEALTH OF MASSACHUSETTS

Name
Approved

ARTICLE I

The exact name of the corporation is:

ROLE CORP.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To carry on, conduct, and manage the business of a wine and package store, and to transact any business incidental thereto; to buy or otherwise acquire, sell, vend or dispose of at wholesale and retail, supplies, alcoholic beverages of all kinds, cigars, cigarettes, tobacco, candy, notions, books, papers, magazines, newspapers and other articles in connection therewith, and articles of personal and household use and consumption; to buy, sell, acquire, mortgage, rent or lease any property, real or personal, which is necessary for the proper conduct of its business, and to borrow or lend money for purposes consistent with its business; to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated or incidental to the powers herein name or which shall at any time appear expedient for the protection or benefit of the corporation.

To purchase, lease, or otherwise acquire and to hold, use, lease, manage, operate, equip, maintain, sell, mortgage, pledge, deal in or with any and all kinds of properties, real, personal, (including trucks, loaders, heavy equipment and all other equipment and machines of every nature) or mixed, tangible or intangible and generally to engage in a manufacturing and merchandising business.

To acquire and pay for in cash, stock or bonds of the corporation or otherwise, the good will, rights, assets and properties and to undertake, guarantee or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation.

To incur liabilities and borrow money and to issue notes, bonds or other evidences or indebtedness and to secure the same by mortgage or pledge of any part or all of the properties of any and every kind of the corporation. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, formulae, inventions, improvements and processes, trade secrets, trade-marks, and trade names relating to or useful in connection with any business of the corporation.

SEE CONTINUATION SHEET "A"

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated

C ☒
P ☒
M ☐
R.A. ☐

P.C.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	200,000	Common:	NONE	
Preferred:	NONE	Preferred:	NONE	

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ONE CLASS ONLY

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Any stockholder, including the heirs, assigns, executors, or administrators of deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, the manner following: (1) He shall notify the Directors of his desire to sell or transfer by notice in writing, naming therein the price at which he is willing to sell and naming one arbitrator. (2) The Directors shall within thirty (30) days thereafter either accept the offer or by notice to him in writing, name a second arbitrator and those two shall name a third. (3) It shall be the duty of the arbitrators to ascertain the value of the stock, and a majority may act if any arbitrator fails or refuses to attend any meeting appointment by the arbitrators. (4) After the acceptance of the offer or the report of value by the arbitrators, the Directors shall have thirty (30) days within which to purchase the stock at such valuation, but if after thirty days the corporation shall not have exercised the right to so purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit. No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive these requirements.

ARTICLE VI

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:**

a) The corporation may carry on any business, operation or activity referred to in Article 2 to the same extent as might an individual, whether as principal, agent, contractor or otherwise, and either alone or in conjunction or a joint venture or other arrangement with any corporation, association, trust, firm or individual. (b) The corporation may carry on any business, operation activity through a wholly or partly owned subsidiary. (c) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

****If there are no provisions state "None".**

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in *Massachusetts* is:

45 Ryefield Road, Fitchburg, Massachusetts 01420

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Leo Piro	45 Ryefield Road Fitchburg, MA 01420	same
Treasurer:	Rosalyn Piro	45 Ryefield Road Fitchburg, MA 01420	same
Clerk:	Rosalyn Piro	45 Ryefield Road Fitchburg, MA 01420	same
Directors:	Leo Piro	45 Ryefield Road Fitchburg, MA 01420	same
	Rosalyn Piro	45 Ryefield Road Fitchburg, MA 01420	same

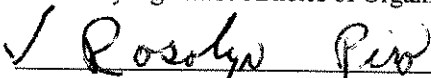
c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: DECEMBER

d. The name and business address of the resident agent, if any, of the corporation is: NONE

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 17th day of November, 2003.


Rosalyn Piro

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

CONTINUATION SHEET "A"

In general, to carry on any or all of the business of the corporation as principal, agent or contractor, and to carry on any other business incidental to and in connection with the foregoing and to have and exercise all the powers conferred by the laws of Massachusetts upon corporations formed under the General Laws of Mass., and to any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

To purchase or otherwise acquire, sell and deal in, land and property in the United States of America, or in any colony, dependency, or district, or in any foreign country, and to develop the resources and turn to account the lands, buildings, and rights for the time being, in such manner as may be deemed desirable.

To acquire by, purchase, lease, exchange or otherwise such real and personal property as may be appropriate to carry out the purposes of the Corporation or for investment and to hold, operate, use, develop, lease, sell, assign, or otherwise dispose of such real and personal property.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 20_____.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than **\$200.00**. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

LORDEN & PASTOR, P.C.

AYER ROAD, PO BOX 335

HARVARD, MA 01451

Telephone: _____ (978) 772-0011

SECRETARY OF STATE
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